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THE AMAZING

SPIDERMAN

WOMAN



MACKIE
BYRNE
HANNA

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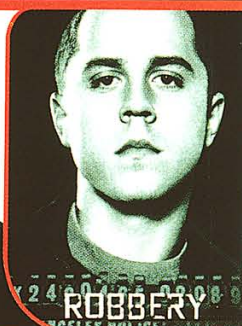
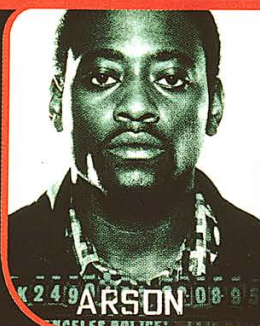
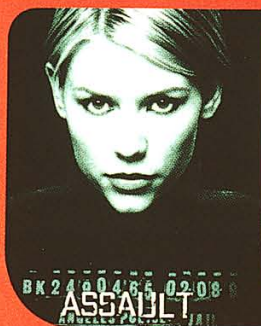


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JULIE LING PETE



THE MOD SQUAD

UNDERCOVER.

METRO-GOLDWYN-MAYER PICTURES PRESENTS CLARE DAVES OMAR EPPS GIOVANNI RIBISI "THE MOD SQUAD" DENNIS FARINA
 JOSH BROLIN STEVE HARRIS MICHAEL LERNER MUSIC BY BC SMITH PRODUCERS MICHAEL BENNETT RICHARD STENTA EXECUTIVE PRODUCERS AARON SPELLING DAVID LADD
 BASED UPON BUDDY RUSKIN PRODUCED BY BEN MYRON ALAN RICKE TONY LUDWIG WRITTEN BY STEPHEN KAY & SCOTT SILVER AND KATE LANIER
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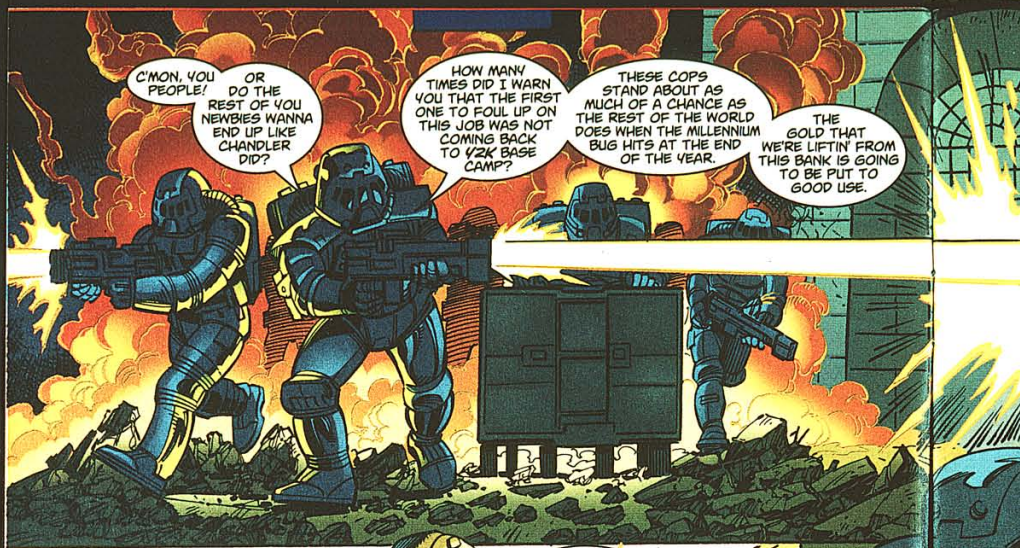


APRIL 1

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C'MON, YOU PEOPLE!

OR DO THE REST OF YOU NEWBIES WANNA END UP LIKE CHANDLER DID?

HOW MANY TIMES DID I WARN YOU THAT THE FIRST ONE TO FOUL UP ON THIS JOB WAS NOT COMING BACK TO Y2K BASE CAMP?

THESE COPS STAND ABOUT AS MUCH OF A CHANCE AS THE REST OF THE WORLD DOES WHEN THE MILLENNIUM BUG HITS AT THE END OF THE YEAR.

THE GOLD THAT WE'RE LIFTIN' FROM THIS BANK IS GOING TO BE PUT TO GOOD USE.

BUT WE'VE GOT TO BE STRONG!
WE CAN'T LET THE LAWS OF THE BLIND BUREAUCRATS WHO DIDN'T SEE THE TIME COMIN' AFFECT US
NOW MOVE IT!

BEFORE THE AVENGERS OR SOMEONE SHOW UP!

I DON'T WANT TO BE CAUGHT OUT IN THE OPEN TRYING TO COVER YOUR SORRY --



AVENGERS?



DO YOU HAPPEN TO KNOW IF THEY'RE LOOKING FOR ANY NEW RECRUITS?

IT COULD BE KIND OF NEAT.

DON'TCHA THINK?



IT'S A SPIDER... GIRL?

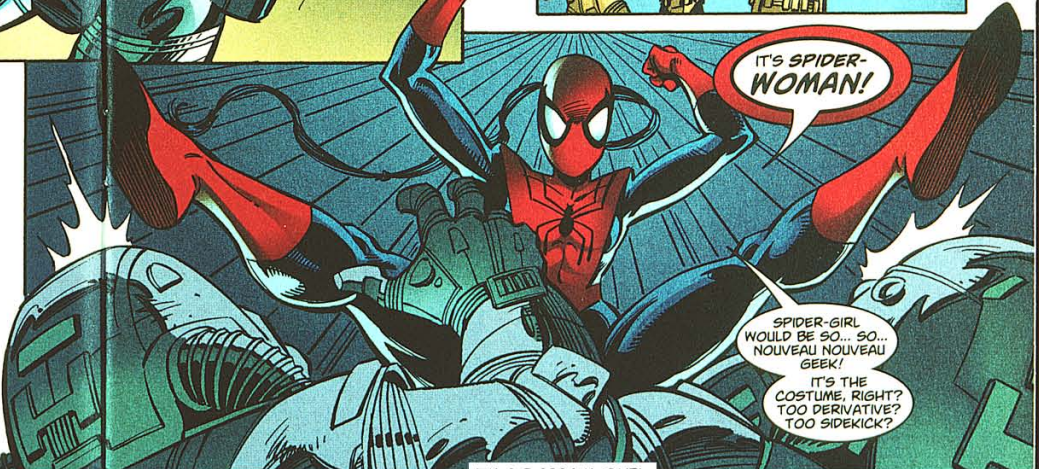
I DON'T CARE WHO SHE IS! SHE TOOK DOWN THE SARGE! KILL HER!

Stan Lee Presents: ...And Then There Was One!

Howard Mackie/John Byrne Story & Art Scott Hanna Finishes
Gregory Wright Colors RS & Comicraft's Liz Agrapiotis Letters
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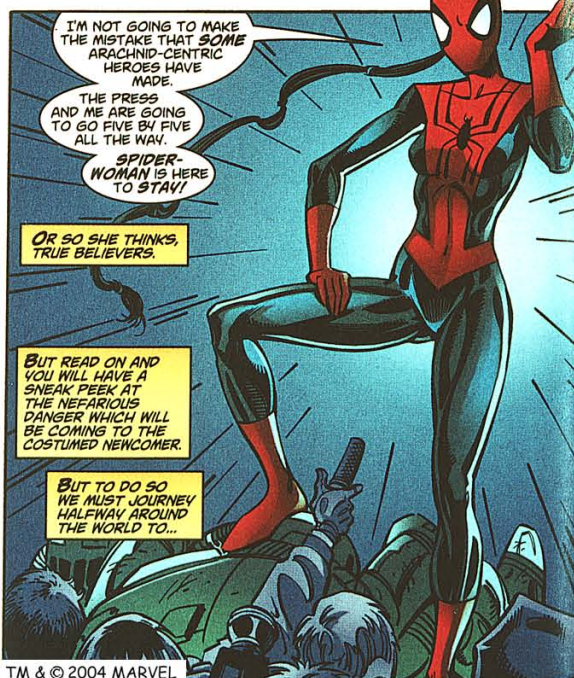


IT'S SPIDER-WOMAN!

SPIDER-GIRL WOULD BE SO... SO... NOUVEAU NOUVEAU GEEK!

IT'S THE COSTUME, RIGHT? TOO DERIVATIVE? TOO SIDEKICK?

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IMAGINE THE
EXPLOSIVE POWER
OF A
LINEBACKER
COMBINED WITH THE
AGILITY OF A
HOCKEY
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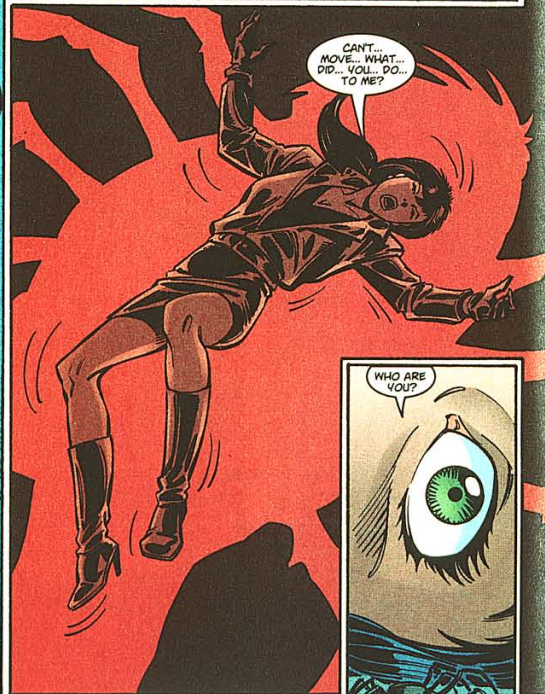
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FIRST BLOOD IS YOURS. COME ON, SHOW YOURSELF. I'D LIKE TO AT LEAST SEE WHO I'M GOING TO RIP A NEW --



CAN'T... MOVE... WHAT... DID... YOU... DO... TO ME?



WHO ARE YOU?

THIS IS THE ONE THAT COULD DO IT FOR ME, PETER.

IF THIS GOES WELL, AND THEY MAKE ME THEIR COVER GIRL... THEN SPOKE-MODEL...

I WANT THIS, PETER.



MEANWHILE, PETER PARKER, THE STAR OF OUR SHOW, ENJOYS HIS BREAKFAST BACK IN THE BIG APPLE...

EAT UP YOUR HOTCAKES, DEAR. YOU'RE FAR TOO SKINNY FOR MY LIKING.

THEY'RE STILL THE GREATEST AUNT MAY!



PETER! DID THE MESSENGER ARRIVE WITH MY PLANE TICKETS AND ITINERARY?

ARE THINGS WELL BETWEEN YOU, PETER?

IT CAN'T BE EASY FOR YOU BEING APART FROM YOUR WIFE SO MUCH.

MMPPHLL GLYPPHLL WIT VILL MIR!

YEP! I PUT THEM ON THE FRONT HALL TABLE MYSELF, MJ!



AND SUPER MODEL OR NOT, I THINK MARY JANE COULD STAND TO EAT A FEW STACKS OF MY HOTCAKES!

ARE THINGS WELL BETWEEN YOU, PETER?

IT CAN'T BE EASY FOR YOU BEING APART FROM YOUR WIFE SO MUCH.

MMPPHLL GLYPPHLL WIT VILL MIR!

YEP! I PUT THEM ON THE FRONT HALL TABLE MYSELF, MJ!



I CAN'T BELIEVE I'M SO NERVOUS ABOUT THIS SHOOT. CAN YOU?

BUT THIS IS THE ONE THAT COULD DO IT FOR ME, PETER.

IF THIS GOES WELL, AND THEY MAKE ME THEIR COVER GIRL... THEN SPOKE-MODEL...

I WANT THIS, PETER.

SO DO I, MJ.



ARE YOU SURE THAT MARY JANE CAN AFFORD ALL THIS? I MEAN THE APARTMENT HERE ON FIFTH AVENUE, THE CLOTHES, THE LIFESTYLE ALL THREE OF US ARE LIVING...

IF YOU WOULD LIKE ME TO LOOK AT THINGS...

...I DID RUN OUR LITTLE HOUSEHOLD IN FOREST HILLS ON A PRETTY TIGHT BUDGET FOR QUITE A FEW YEARS, YOU KNOW.

MJ SAYS HER "PEOPLE" HAVE IT UNDER CONTROL. BUT... THANKS, AUNT MAY.



I CAN'T FIND ANYTHING! PETER, DID YOU SEE MY --

IN THE BATHROOM ON THE TOP SHELF.





If you're interested in
the art of the *comic book*,

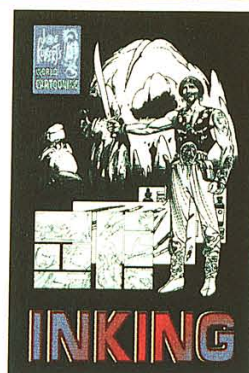
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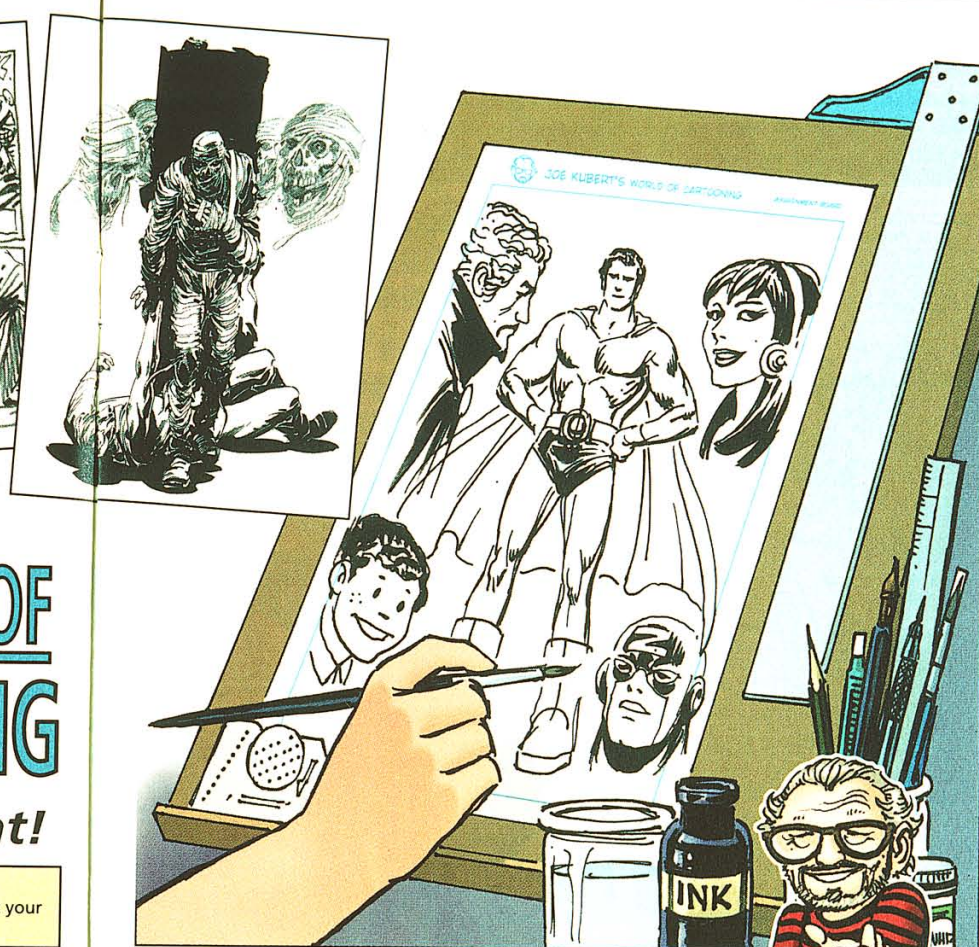
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TWO DAYS AGO
IN LOS ANGELES,
CALIFORNIA...



JULIA CARPENTER, THE MOST RECENT WOMAN TO CALL HERSELF SPIDER-WOMAN, FIXES AN AFTER-SCHOOL SNACK AS SHE AWAITS THE SOUND OF THE SCHOOL BUS DROPPING OFF HER DAUGHTER RACHEL.

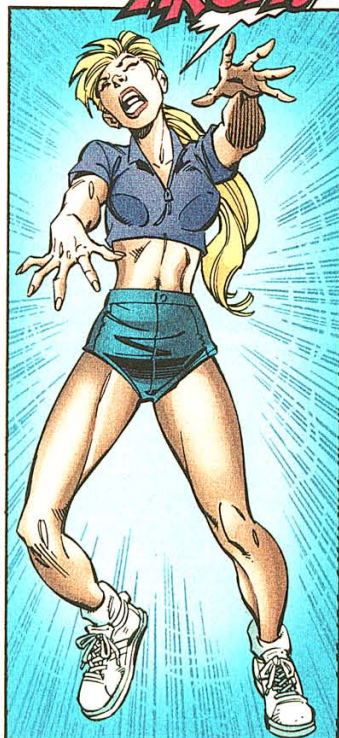
KNOCK
KNOCK
KNOCK

RACHEL? HONEY, IS THAT YOU?

HELLO?

WHO?

ARGH!



AND THEN THERE WAS ONE.



THE DAILY BUGLE...



WHY IN BLUE BLAZES ARE YOU STANDING THERE WHEN WE HAVE A PAPER TO PUT OUT?!!

DO YOU THINK I'M PAYING YOU JUST TO RAISE MY BLOOD PRESSURE?

ACTUALLY... MISTER JAMESON, SIR... YOU DON'T PAY ME AT ALL. I'M AN INTERN.

THAT'S THE PROBLEM WITH THE COUNTRY TODAY... TOO MANY INTERNS!

WELL, GET TO WORK ANYWAY!



HEY, BETTY, WHAT'S GOT JONAH IN SUCH AN UPROAR TODAY?

DIDN'T YOU SEE THIS MORNING'S EDITION, PETER?

JONAH'S GOT A NEW OBSESSION.

AND THAT'S NOT ALL.

WE'VE GOTTEN IT FROM IRENE MERRWEATHER OUR REPORTER CONTACT AT S.H.I.E.L.D. THAT THERE HAVE BEEN TWO ATTACKS ON WOMEN WHO ONCE HAD THE SPIDER-WOMAN IDENTITY. THEIR REAL NAMES REMAIN SECRET.

BOTH WOMEN ARE IN CRITICAL CONDITION AND JONAH'S GOT ME WORKING ON SOME SORT OF SERIAL KILLER CONNECTION.

HIS NOSE FOR NEWS IS RIGHT, BUT...

...GUESS WHO HE THINKS IS BEHIND IT ALL?

SPIDER-MAN.

BUT IT'S GOT TO BE! SHE IDOLIZED SPIDER-MAN AND NOW... HER LIFE MAY BE IN DANGER!

I'VE GOT TO FIND HER! SHE ASSUMED MY COSTUMED IDENTITY AFTER I GAVE IT UP RECENTLY... BUT NOW SHE'S PROBABLY DECIDED TO BECOME HER OWN GIRL... SPIDER-WOMAN.



THANKS, BETTY, ET... I'VE GOT TO GO.

IT CAN'T BE HER! NOT YOUNG MATTIE FRANKLIN!



In Amazing #2
-- Recent Raf.

AT THAT VERY MOMENT, MIDTOWN MANHATTAN...

VIKES!

MONSTERS.

UNDERGROUND, WHAT'S UP WITH THIS?

PHEN! AND YOU ALL COULD USE SOME SERIOUS PERSONAL GROOMING LESSONS! GA-ROSS!

I'M GUESSING YOU'RE FROM THE MOLE MAN'S SUBTERRANEAN REALM, RIGHT?

AND I'M PRETTY MUCH GUESSING THAT I'M WASTING MY TIME TRYING TO IMPRESS YOU WITH MY KNOWLEDGE OF SUPER-VILLAINY.

ACTUALLY I'M KIND OF A GEEK ABOUT THAT KIND OF STUFF. SPIDER-MAN, THE AVENGERS, THE FANTASTIC FOUR... I'M A BIG FAN OF THEM ALL! I EVEN GOT THE HUMAN TORCH'S AUTOGRAPH FRAMED ABOVE MY BED, BUT... THAT CAN BE OUR SECRET, KAY?

NOW, AS MUCH AS I APPRECIATE YOU GUYS BURSTING UP THROUGH THE CENTER OF THE STREET AND GIVING ME MORE OPPORTUNITIES TO SHOW OFF EXACTLY HOW COOL I AM...

...THIS IS GOING TO HAVE TO STOP.

I WAS ACTUALLY PLANNING ON SPENDING THE NIGHT IN FRONT OF THE TUBE.

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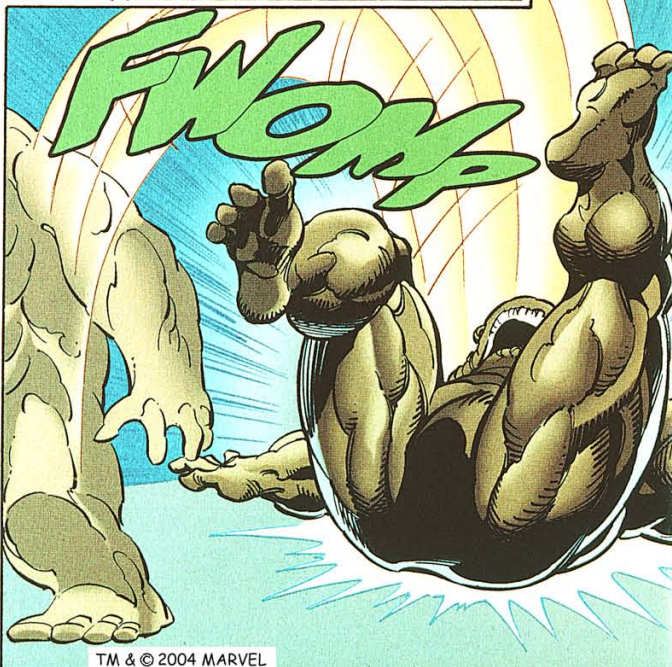
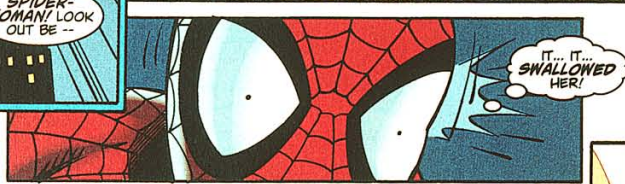
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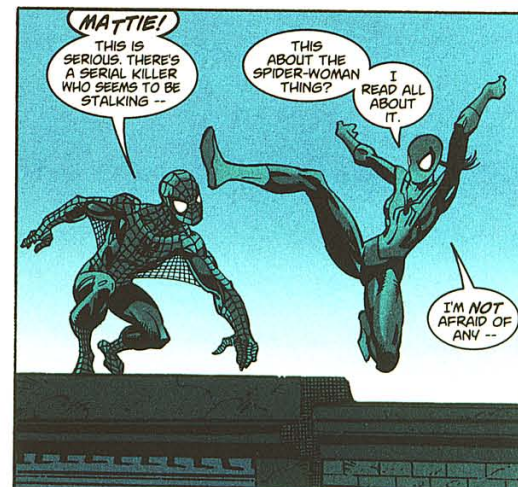
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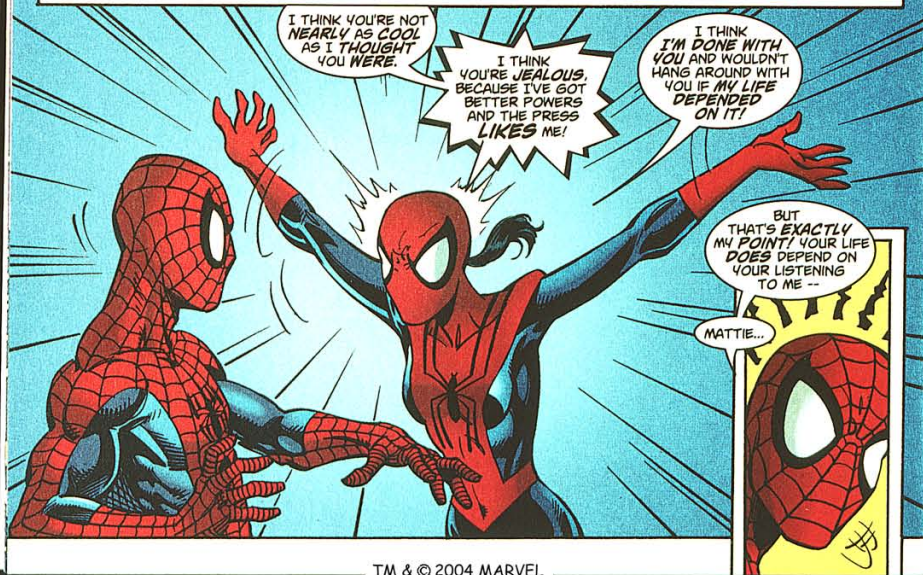
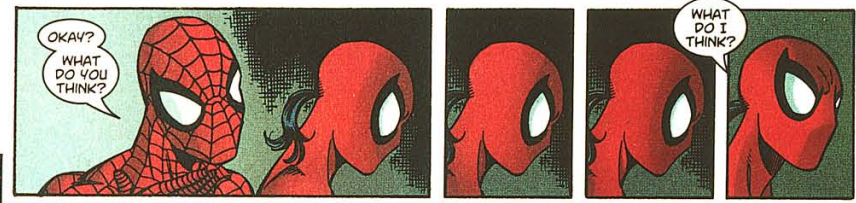
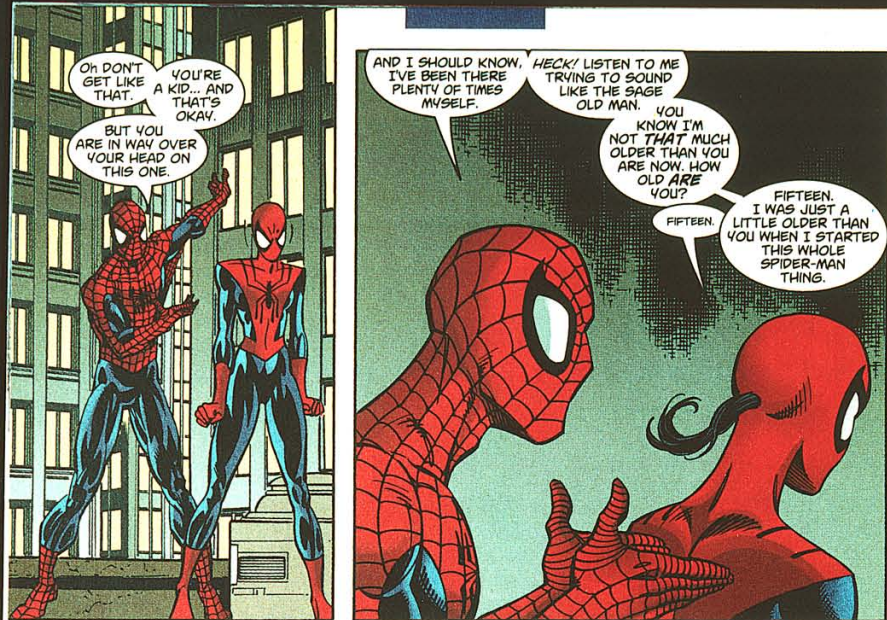


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SCHRACK

...GET DOWN!

YOU... YOU... SAVED ME -- EVEN THOUGH YOU'RE MAD AT ME! EVEN THOUGH I VELLIED AT YOU!

WELL, SURE!

DID YOU SEE HIM? SEE WHERE HE WENT TO?

NO, BUT HE'S STILL HERE!... SOMEWHERE! LET'S GET TO SOLID GROUND BEFORE --

MATTIE!

SPIDER-MAN...
...HELP?

BULLPEN BULLETINS

ON SALE MARCH 17

CAPTAIN AMERICA
With the power of a god within him, the RED SKULL is about to wipe out most of North America! STEVE ROGERS has been reduced to his most vulnerable state and has only one option left: kill the SKULL! By MARK WAID and ANDY KUBERT!

DOCTOR STRANGE
The fate of the world hangs in the balance as DOCTOR STRANGE and DORMAMMU go head to head in a mystical shoot-out! Meanwhile, the clock ticks down for TOPAZ as the Egre medallion threatens to drain her life essence! By TONY HARRIS, DAN JOLLEY, RAY SNIDER and PAUL CHADWICK!

THE HULK
It's BRUCE BANNER's worst nightmare: the HULK unleashed! The small town of Faulkner is going to pay the price -- and this is just the beginning of a huge swath of destruction by the jade giant, the likes of which have never been seen! By JOHN BYRNE and RON GARNEY!

PETER PARKER: SPIDER-MAN
Spotlighting the women in Peter Parker's life -- including the new SPIDER-WOMAN! From AUNT MAY to the BLACK CAT, we'll explore how rich and strong the bonds are that bind them to Peter. By HOWARD MACKIE and BART SEARIS!

THUNDERBOLTS
For the good of the team, he gave up liberty to atone for his sins. Now MACH-1 is back in prison, surrounded by the supervillains who used to be his peers -- and who now want him dead! Plus, writer JOE CASEY and penciler LEONARDO MANCO team up with KURT BUSIEK and MARK BAGLEY!

X-MEN
The PSI-OPS make a bold move to take down NATE GREY once and for all! By the time the smoke clears, the stage will be set for the next phase in his life and Nate's powers will be clearly defined -- but at a cost that will forever change his role in the Marvel Universe. By TERRY KAVANAGH and LUKE ROSS!

X-MEN
The X-MEN have been torn from this plane of existence and hurled into a dimension which twists every law of physics into something alien -- and "mutates" their mutant powers! By ALAN DAVIS!

ITEM! There's nothing quite as fun and scintillating as announcing some good news in the Marvel Universe! We're proud to proclaim that JASON LIEBIG has been promoted to Editor of the 'Junior' X-Books, which include X-MAN, GENERATION X, MUTANT-X, X-FORCE and X-MEN UNLIMITED. "It's very exciting," said Jason, who got his start at Marvel as an Assistant to X-Editors MARK POWERS and BOB HARRAS. "The books need to be more closely associated to the X mythos. That's not to say that we're going to drown the books with it, but there is an organic connection with all the characters; they know each other and share history, we'll play with that from time to time." A transplanted New Yorker who hails from Nebraska, Jason said that part of his newfound perks include "working with the great talents" associated with his inherited titles. Assisting him in his duties is none other than LISA KRAIGER, who recently had her own X-baby, the five-month-old MAEVE ELYSE. "We're waiting to see what mutant powers develop when she hits her teens," joked Lysa. On her new assignment, she had this to say: "I've come full-circle now, getting to work with some intriguing characters... I'm awfully fond of the GOBLIN QUEEN, so I'm pretty stoked."

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AOL Keyword: MarvelZone
www.marvelzone.com

This week's Chat Schedule!
March 18 9:30pmET EARTH'S MIGHTIEST CHAT with writer KURT BUSIEK & editor TOM BREVOORT!
March 22 8:00pmET SPIDER-MAN and THOR Penciler -- JOHN ROMITA, JR.!!
AOL Keyword: Marvel
All Chat schedules subject to change/cancellation.

STAN'S SOAPBOX!

H Heroes!
Just to prove how important you are to me, I'm writing this on January 30th -- the day before Superbowl Sunday! Instead of stocking up on peanuts, popcorn, cold drinks and potato chips, here I am pounding the keyboard, making certain that your insatiable thirst for knowledge will ne'er be ignored! Y'know, when it comes to heroes, I'm beginning to think that Captain America's a piker compared to me!

But Danny Quizon of La Jolla, CA is no piker! Look at the puzzler he came up with...

"In The Fantastic Four's origin story, why didn't they get in trouble for stealing the rocket? Surely 'Grand Theft Rocket' is a crime on Marvel Earth!"

Wow! I can hardly remember that story which was printed in the early 60's! But I do know that the rocket Danny mentions belonged to Reed Richards. The FF just decided to fly it when nobody was looking. So y'see, Mr. Quizon, it can't be "grand theft" if you're merely taking your own rocket ship! But I've gotta admit you had me worried for a while till I re-read the yarn!

Here's another from sunny California. Pyoung Yi of Chula Vista wants to know...

"Ever since I read 'The Essential Silver Surfer' he's become my favorite character. I wonder what your source is for his humanitarian attitude. Is it from the Bible, or just a reflection of your own personal beliefs?"

Probably a bit of both, Py. Much of my personal beliefs are echoed in the Bible. But I'd like to think that the Surfer's philosophy, and mine, is one that everyone can embrace. It involves one simple theme-- *Do Unto Others As You'd Have Them Do Unto You!* Seems to me if everyone followed that credo we'd live in a nearly perfect world.

Jordan Crisp of London, England is preoccupied with females-- which is fine with me!

"Who is the first female hero you created, and now, after all these years, who is your favorite female hero?"

I'm not sure, Jordan, but I think my first female hero, in the late 40's or early 50's was called Venus, the goddess of love. My favorite heroine today? That's a tough one, but I think I'll have to vote for the X-Men's Storm-- and to show what a paragon of fairness I am, I didn't even create her!

The questions keep getting tougher! Here's one from Mitch Nozka of New Britain, CT...

"How does Spidey get so much web fluid from such little cartridges?"

Well, Mitch, I figure he does it the same way you can get a whole 90-minute movie on one small DVD disk! (Who says I can't cop out as good as the next guy?!)

Okay, gang, it's wrap-up time, but first the address you've been breathlessly awaiting: "Soapbox," Marvel, 387 Park Ave. S. New York, NY 10016 and, of course: stanfanz@aol.com. Till next time, I know you'll all agree: aide-toi, le ciel t'aidera!

Excelsior!
Stan Lee

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- ☐ FAN Fantastic Four
- ☐ INC The Incredible Hulk
- ☐ IRM Iron Man
- ☐ THO Thor
- ☐ BLT Thunderbolts

THE X-MEN

- ☐ CAB Cable
- ☐ DDP Deadpool
- ☐ GAM Gambit
- ☐ GEN Generation X
- ☐ XME Uncanny X-Men
- ☐ WOL Wolverine
- ☐ XFO X-Force
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WHAT WAS THAT?
FEELS LIKE EVERY
NERVE IN MY BODY
WAS FIRED.

I'VE GOT
YOU.

AND I'M
NOT GOING TO
LET ANYTHING
HAPPEN TO
YOU.



WHO
ARE
YOU?



A MAN. HOW
INTERESTING



MAKE IT
STOP!

STOP
IT! YOU'RE
KILLING
HER!

I
SAID...



...STOP!

YEARGH!



YOU!
THERE IS
SOMETHING
ABOUT BOTH
OF YOU!

YOU HAVE
HURT ME! I
CANNOT CONTINUE
THE DRAINING TODAY!
I HAVE NO CHOICE
BUT TO KILL
YOU BOTH!



AND THEN I
WILL BE THE ONLY
SPIDER-WOMAN
ALIVE!

TO BE CONTINUED

IN PETER
PARKER #5!
DON'T DARE
MISS IT!

THE SPIDER'S WEB

MATT HICKS
ASSISTANT
EDITOR

RALPH MACCHIO
EDITOR

BOB HARRAS
CHIEF



Dear Ralf,

I've decided to come back.

Sometime before the clone mess, I left Spidey and most new comics behind. There was too much hype, too much death, too much destruction in comics, not to mention too high a number to the left of the decimal point on the book's price.

Okay, not much of what I left for has changed, but when I heard that there was to be a Spider-Man "renewal," I decided to try a few out. I didn't decide this because of the John Byrne reworking of the origin: I can still read the Stan Lee/Steve Ditko masterpieces and not feel as if I'm missing anything (now I know how the Distinguished Competition's fans felt after their characters' reworkings). But with the new #1s, I figured it was harmless to try them out.

The results? Not bad. I'm very happy to see Aunt May alive again (in my mind I can pretend the last five years or so never happened and that Norman Osborn never returned, either). I love the fact that Mary Jane is becoming successful and that Peter is finally getting to do some scientific work. It's been awhile since Peter had a supporting cast other than his Daily Bugle mates. Betty Brant as an intrepid reporter. The '90s are quite a ways off from the early '60s! And it's great! In short, the characters are right where I'd want them to be. As for Spider-Girl... we'll see.

After reading the first two issues of ASM and the first of PETER PARKER, SPIDER-MAN, I am certainly intrigued enough to keep on going.

Well, at least until the first big-hype, needless character-suffering event, consider me hooked. In fact, you might even say I was caught in a web...

Scott Dietsch
65 East Third Street 2nd Floor
Brooklyn, NY 11218

Except that we would never say anything like that, Scott. Ever.

Seriously though, we're quite pleased that you've decided to wander back into the fold, especially after such a long absence. The renumbering and relaunching of these titles, controversial though it may have been, has accomplished its goal: to convince departed readers like you, Scott, to pick up these titles again, and keep you interested enough to come back. At least in your case, it seems we've succeeded.

Dear Spider's Web,

John Byrne is doing a fantastic job on both the AMAZING SPIDER-MAN and SPIDER-MAN: CHAPTER ONE. I have been with Spider-Man since

ASM #34 (Vol. I) and there have been both good times and bad. The current direction is fresh and very enjoyable. The developing storyline of Mary Jane's coming and going is excellent. I expect more tension, but let's keep them married. Nobody will enjoy a divorced Spider-Man.

It was a stroke of genius to put Aunt May back in the plot. Let's not put her in the wrong place at the wrong time too often, though. There are plenty of other people close to Peter Parker that you can threaten with danger.

Shadrac is a great-looking villain. Who does he work for? Toomes? The artwork is great, and I especially liked the image of Shadrac and the substitute Spider-Man on the cover of issue #2. Thanks for keeping the spirit and tradition of Spider-Man alive for the next century. Make Mine Marvel!

Michael Triantafello
17995 West Saturn Drive
New Berlin, WI 53146-4517
miklet@mail.excecpc.com

Wait a minute. Two letters in a row that support the return of Aunt May? Someone check the mailroom. The fix is in.

Anyhoo, we're glad you're enjoying the sparkly, newly renovated Spideverse as much as we've enjoyed spiffing it up for you.

Dear Ralf,

Re: AMAZING SPIDER-MAN #2
So the "new" Spidey was actually a girl with an exo-skeleton who got her powers from the "Gathering of Five" that ended the last storyline? In a word: *Lame-o!!*

I had figured the new Spider-Man would be some punk kid, a modern-day Flash Thompson type who had the athletic ability and physical strength to get by without admitting he didn't have the powers to go along with the name. Instead, we have some nameless tomboy who goes gushola seeing the real deal up close at the end of the story. The tomboy will be back, but I have a feeling that a case could be made to tie this in to the current alternate future of SPIDER-GIRL and a storyline there.

Shadrac, huh? So where are his partners, Meshach and Abednego? Biblical references and jokes aside, if it weren't for his bandages, one could mistake this guy for the Molten Man. Bah. This is more like Molten Man crossed with Ghost Rider or Dormammu. Mucho dangerous, to be sure. There has to be something to Shadrac other than the obvious nod to an old Batman foe for his origins, but I guess that's for later.

Seems like Javier is jealous of the attention Peter's getting, and thus

sabotages Peter's project to make him look bad. Some things never change. The faces do change, but the petty inner jealousies remain. Prove me wrong, if you can.

I realize Aunt May means well, but Peter is a grown man, happily married. By now, you'd think she'd understand that her nephew can take care of himself. I should point out that the cop-out plot device that brought May back merely corrects the error made in "killing her off" in the first place. D'ya really need me to quote Santayana for ya?

Artistically speaking, John Byrne by himself is pure genius. Scott Hanna's inks remind me, and probably others, of the glorious days of Byrne and Terry Austin in the '70s and early '80s. I have to rate this the same as I would SPIDER-MAN: CHAPTER ONE. A big 10.

I spoke of Molten Man earlier. Any chance he'll be around soon? What about "A Guy Named Joe" from the old days, recently seen in WEBSPINNERS? I, for one, would like to see Spidey take on the Kingpin again, to remind folks that it used to be the wall-crawler that made life miserable for Wilson Fisk long before Daredevil entered the picture.

Jacob Gilbert
118 Fourth Street, Apt. #1
Troy, NY 12180

No, we don't need you to quote Santayana for us, Jacob ("Those who ignore history are doomed to repeat it," no?), but you may feel free to quote Santayana whenever you wish ("Well one day, I was on the ground...").

Hey, what gives? This was the third letter this month that didn't rake us over the coals for bringing Aunt May back! But Wizard said everybody didn't like that! Huh. Whattaya know?

NEXT-ISSUE?

IT BEGINS HERE...THE COMING OF THE SPIDER-WOMAN! THINK YOU KNOW HOW THIS ONE'S GONNA TURN OUT? DON'T COUNT THOSE SPIDERS BEFORE THEY HATCH BECAUSE THE TEAM OF MACKIE, BYRNE AND HANNA HAVE A COUPLE OF TRICKS LEFT UP THEIR SLEEVES AS WE MARCH TOWARD SOON-TO-BE-CLASSIC SPIDER-WOMAN #1! START SAVING YOUR PENNIES NOW, OR ALL THE KIDS AT THE PLAYGROUND WILL MAKE FUN OF YOU, JUST LIKE THEY ONCE MADE FUN OF LITTLE RALFIE MACCHIO.

SPIDER'S WEB
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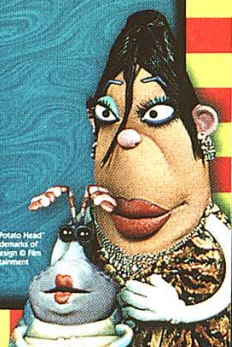
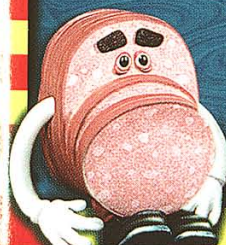
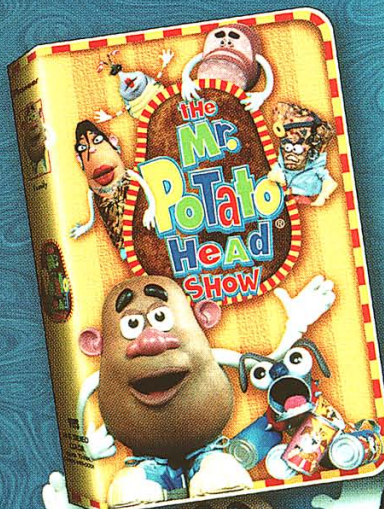
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